



BOARD TRANSACTIONS

Bylaws

Every board and commission should have a set of bylaws to direct and clarify its actions, procedures, and organization. Bylaws are the guidelines by which a board functions.

According to Robert's Rules of Order, bylaws define the primary characteristics of an organization, prescribe how it should function, and include rules that are so important that they may not be changed without prior notice to members and formal vote and agreement by a majority of members. Ordinarily, bylaws may only be changed by a two-thirds majority.

An organization's bylaws generally include a number of articles, such as the following:

1. Name of board
2. Mission statement
3. Membership
4. Officers
5. Meetings
6. Executive board (if needed)
7. Committees, subcommittees
8. Parliamentary procedure - often including the name of the manual of parliamentary procedure the board will follow.
9. Amendment procedures for making changes in the bylaws.

BOARDS AND COMMISSIONS MEMBERSHIP HANDBOOK

Bylaws should include expectations as well as guidelines for members. Issues such as attendance, responsibilities, and discipline should be addressed in the bylaws. Board members are expected to adhere to bylaws and all relevant statutes.

Quorum

If a quorum is not present, any business transaction is null and void.

A quorum is the number of members who must be present in order to conduct official business. The quorum protects against unrepresentative actions by a small number of individuals. The bylaws should specify the number of individuals that constitute a quorum and whether a majority of this quorum may take action. In some cases, the governing statutes will establish what the quorum will be.

The minimum number of officers who must be present to conduct business include a presiding officer and a secretary or clerk. If these officers are members of the board (as they usually are), they are counted in determining whether there is a quorum.

At meetings where a quorum is not present, the only actions that may be legally taken are to fix a time for adjournment, adjourn, recess, or take measures to obtain a quorum (such as contacting absent members).

Order of Business

After the presiding officer has called the meeting to order, a board generally follows the order of business specified in its bylaws. If a board has not adopted an order of business, the procedure below is generally followed:

1. Reading and approving of minutes of previous meeting(s).
2. Reports of officers and standing (permanent) committees.
3. Reports of special (select or ad hoc) committees.
4. Special orders (matters previously assigned a special priority).
5. Unfinished business and general orders (matters introduced in previous meetings).
6. New business (matters initiated in present meeting).